

# CRAVATH, SWAINE & MOORE

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CABLE ADDRESSES

CRAVATH, N. Y.  
CRAVATH, PARIS  
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INTERSTATE COMMERCE COMMISSION

No. 1-356A088

Date DEC 22 1981

Fee \$ 10.00

ICC Washington, D. C.

December 21, 1981

Seaboard Coast Line Railroad Company  
Seaboard Coast Line Railroad Equipment Trusts, No. 16  
Second Supplement to the Series 16-A Equipment Trust  
Agreement Supplement

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith for filing on behalf of Seaboard Coast Line Railroad Company counterparts of the following document:

Second Supplement dated as of December 22, 1981, to the Series 16-A Equipment Trust Agreement Supplement dated as of April 15, 1981, between Merchantile-Safe Deposit and Trust Company, as Trustee, and Seaboard Coast Line Railroad Company, as Lessee.

The Second Supplement amends an Equipment Trust Agreement Supplement dated as of April 15, 1981, previously filed with the Interstate Commerce Commission on June 11, 1981, at 9:20 a.m., Recordation No. 13135-A.

The equipment covered by the Second Supplement consists of:

8 Model C30-7 3000h.p. diesel-electric locomotives bearing identifying numbers SCL 7087-7094, both inclusive, and has an AAR mechanical designation of "C-C".

RALPH L. MCAFEE  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL

FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
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STUART W. GOLD  
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GEORGE B. TURNER  
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GEORGE G. TYLER  
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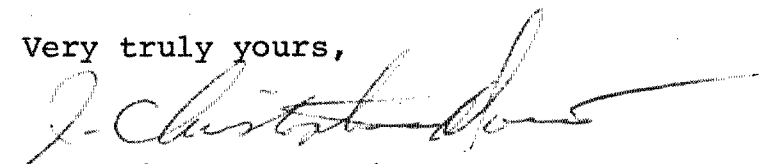
*Handwritten signature: C. A. Mergenovich*

Please file and record the Second Supplement submitted with this letter.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Second Supplement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



J. Christopher Dorian  
As Agent for Seaboard  
Coast Line Railroad Company

Ms. Agatha E. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

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## INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENT DATED AS OF DECEMBER 22, 1981 (the "Supplement"), TO THE SERIES 16-A EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of April 15, 1981, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, Trustee (the "Trustee"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation (the "Company").

## W I T N E S S E T H :

WHEREAS the Company and the Trustee have entered into an Equipment Trust Agreement dated as of April 15, 1981 (the "Original Agreement"), providing for the issuance of one or more Series of Trust Certificates; and

WHEREAS the Company and the Trustee have entered into a Series 16-A Equipment Trust Agreement Supplement dated as of April 15, 1981, as supplemented by the First Supplement dated as of August 1, 1981 (collectively the "Series 16-A Supplement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on June 11, 1981, at 9:20 a.m., recordation number 13135, and on September 2, 1981, at 12:40 p.m., recordation number 13135-B, respectively, providing for the issuance thereunder of a first series of trust certificates designated Seaboard Coast Line Railroad Equipment Trust Certificates, No. 16-A (the "Series 16-A Certificates") in an aggregate principal amount not exceeding \$77,000,000; and

WHEREAS the Company desires to supplement the Series 16-A Supplement in order to delete certain Trust Equipment from Exhibit B of the Series 16-A Supplement and to release such Trust Equipment from Seaboard Coast Line Railroad Equipment Trust, No. 16-A, and the registered holder of not less than 66-2/3% of the aggregate unpaid principal amount of the Series 16-A Certificates outstanding has consented to the execution and delivery of this Supplement;

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Original Agreement and in the Series 16-A Supplement, the parties hereto hereby agree as follows:

## ARTICLE I

### Definitions

All terms used in this Supplement which are defined in the Original Agreement or the Series 16-A Supplement shall, for all purposes of this Supplement, have the respective meanings given them in the Original Agreement or the Series 16-A Supplement, unless the context otherwise requires.

## ARTICLE II

### Amendment

Exhibit B to the Series 16-A Supplement is hereby amended and restated in its entirety as set forth in Schedule I attached hereto, and on and after the date hereof the Trust Equipment set forth in Schedule I hereto shall constitute the Series 16-A Trust Equipment for all purposes of the Series 16-A Supplement. All Trust Equipment previously listed on Exhibit B to the Series 16-A Supplement and omitted from Schedule I hereto is hereby released from the Seaboard Coast Line Railroad Equipment Trust, No. 16-A, and on and after the date hereof such Trust Equipment shall not be subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-A, for any purpose.

## ARTICLE III

### Miscellaneous

3.1. This Second Supplement supplements the Original Agreement and the Series 16-A Supplement and shall be a part of and subject to all the terms thereof and, except as supplemented hereby, all the terms and provisions of the Original Agreement and the Series 16-A Supplement, are hereby ratified and confirmed and shall continue in full force and effect.

3.2. This Second Supplement has been executed in several counterparts each of which shall be deemed to be an

original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the date first above written.

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Trustee,

by

  
Vice President

[Corporate Seal]

Attest:

  
Assistant Vice President


SEABOARD COAST LINE RAILROAD  
COMPANY,

by

  
Sr. Vice President-Finance

[Corporate Seal]

Attest:

  
Assistant Secretary

*New York*  
STATE OF MARYLAND, )  
*New York* ) ss.:  
CITY OF BALTIMORE, )

On this *21st* day of December 1981, before me personally appeared *G. J. Johnston*, to me personally known, who being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Will Ellis*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires:

WILLIAM R. ELLIS  
NOTARY PUBLIC, State of New York  
No. 43-4377757  
Qualified in Richmond County  
Commission Expires March 30, 1982

STATE OF FLORIDA, )  
 ) ss.:  
COUNTY OF DUVAL, )

On this *21st* day of December, 1981 before me personally appeared *Alex J. Mandl*, to me personally known, who being by me duly sworn, says that he is Sr. Vice President-Finance, of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Brenda L. Kelly*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Oct 3, 1985  
Bonded by American Fire & Casualty Company

SCHEDULE I

EXHIBIT B

[Equipment Trust, No. 16-A]

<u>Quantity</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>SCL Road Nos. (both inclusive)</u>
8	Model C30-7 3000 H.P. diesel-electric locomotives	C-C	7087-7094

The undersigned registered holder of Series 16-A  
Certificates hereby consents to the execution and delivery  
of the foregoing Second Supplement to the Series 16-A  
Supplement.

THE ATLANTIC LAND AND IMPROVE-  
MENT COMPANY,

by

*RWMurray*  
President

Dated as of December 22, 1981